

UNITED COMMUNITY CORPORATION

BY-LAWS

As Amended by Membership Meeting
May 27, 1965

ARTICLE I

Members

Section 1. Any citizen 15 years of age or over who is a resident, or works in, or performs a service to the City of Newark, is eligible to become a member upon written application to the Secretary of the Corporation. The membership of the Corporation shall consist of a minimum of 75 persons, with no limitation on maximum number, and a member shall participate solely as a person and not as a representative of any organization. Membership shall continue for four years or until terminated by death, resignation, and at the end of four years shall be renewed upon application in writing to the Secretary of the Corporation.

Section 2. No member requesting or admitted to membership less than three months prior to the annual meeting shall be eligible to vote at said annual meeting. No member shall be allowed to cast a proxy ballot for any officer or Trustee of the Corporation.

Section 3. The procedure for becoming a member of the Corporation shall be well publicized in the leading local papers of the Newark area four months prior to each annual meeting of the Corporation.

Section 4. The functions of the membership body shall be to elect the Board of Trustees and the officers of the Corporation and to receive and review the annual program and financial reports of the Corporation, and to approve such major actions of the Corporation as the Board of Trustees deem advisable to submit to the consideration of the entire membership. Members shall be encouraged to serve on various task forces of the Corporation and they may attend as observers all meetings of the Board of Trustees.

Section 5. The Board of Trustees shall be authorized to establish a procedure for cancelling the membership of a person for cause and for reinstatement as a member of the Corporation when cause for removal has been cured.

ARTICLE II

Board of Trustees

Section 1. The business of the Corporation shall be conducted, subject to these by-laws, by a Board of Trustees, the majority of whom shall be residents of Newark, and all of whom shall be directly concerned with the welfare of the City of Newark.

Section 2. The Board shall be composed of the Mayor, two members of the City Council, the President of the Board of Education, the Superintendent of Schools and the following number of persons to be elected by the members of the Corporation: forty-eight until the annual meeting of members in 1965; fifty-three thereafter until the annual meeting of members in 1966; fifty-eight thereafter until the annual meeting of members in 1967; and sixty-three thereafter. The seven remaining members

of the City Council shall be honorary members of the Board of Trustees. Trustees elected by the members of the Corporation shall not represent but should be representative of government, social agencies, business and labor, religious and ethnic groups, and youth as well as those in the community who are to benefit from the work of the Corporation. Elected Trustees shall serve a three year term and shall be divided into three classes so that one-third shall be elected each year. Elected Trustees may serve only two successive terms.

Section 2a. At the end of the first year, May 1965, the term of office of one-third of original 48 elected Trustees (16) shall terminate. Similarly, the term of office of 16 original elected Trustees shall terminate at the end of the second and third year. Elected Trustees whose term of office terminates in the first three years will be eligible for only one successive term even if they have only served one or two years. Five Trustees shall be added to the number of Trustees to be elected each year until the year 1967 when the elected Trustees shall number 63.

Section 3. The Board of Trustees shall submit at each annual meeting of the members of the Corporation a full report of the condition and finances of the Corporation, together with a review of the activities of the Corporation during the preceding year.

Section 4. If the office of any Trustee becomes vacant, the remaining Trustees, by a majority vote, may elect a successor who shall hold office for the unexpired term.

Section 5. The Trustees shall have power to provide for the appointment of committees.

Section 6. A Trustee, may in writing, at the time of the meeting or prior thereto, file with the President or the Secretary the name of a person of his choosing to vote his proxy at any of the meetings of the Board of Trustees, except for the election of officers and the expenditure of funds. Such authorization may be revoked by said Trustee in writing at the meeting or prior thereto.

Section 7. An elected Trustee who is physically absent from three consecutive meetings of the Board, and whose absences are not justified, will be dropped from the Board.

ARTICLE III

Officers and Committees

Section 1. The officers of the Corporation who must be 21 years of age or older, shall be a President, not more than five Vice Presidents, a Secretary, not more than two Assistant Secretaries, a Treasurer, and not more than two Assistant Treasurers. An Honorary President and not more than two Honorary Vice Presidents may also be elected. The officers shall be

elected annually by the Board of Trustees at its first meeting following the annual membership meeting. The officers shall be elected from amongst the members of the Board of Trustees elected at the same annual meeting.

Section 2. The term of office of each officer shall be from the time of his election until the election of his successor. In the case of the absence of any officer and of any person herein authorized to act in his place, the Board of Trustees from time to time may delegate the powers and duties of such officer to any other officers or to any Trustee whom it may select. The Board of Trustees shall have the power to fill any vacancy in any office at any time for the unexpired term.

Section 3. The President shall preside at all meetings of the members of the Corporation and at all meetings of the Board of Trustees and its Executive Committee. He shall have the powers and perform the duties incident to his office. He shall also have such other powers and perform such other duties as may be assigned to him by the Board of Trustees and the membership. He shall sign all warrants drawn on the treasurer in accordance with any authorization of the Board of Trustees.

Section 4. During the absence of the President, the Vice Presidents, in the order designated by the President, shall have the powers and perform the duties of the President. They shall also have such other powers and perform such other duties as may be assigned to them by the Board of Trustees or the President.

Section 5. The Secretary shall cause all minutes and records of the Corporation to be made and kept in proper order. He shall also have such other powers and perform such other duties as may be incident to his office or may be assigned to him by the Board of Trustees or the President.

Section 6. The Assistant Secretaries, during the absence of the Secretary, in the order designated by the Secretary, shall have the powers and perform the duties of the Secretary. Each Assistant Secretary shall also have such other powers and perform such other duties as may be assigned to him by the Board of Trustees, the President or the Secretary.

Section 7. The Treasurer shall cause all monies belonging to the Corporation to be deposited and disbursed in accordance with the directions of the Board of Trustees. No monies shall be disbursed by him except on warrant signed by the President, a Vice President or the Executive of the Corporation. He shall keep account of the financial affairs of the Corporation and render such statements in such forms and at such times as the Board of Trustees from time to time may prescribe. He shall also have such other powers and perform such other duties as may be incident to his office or may be assigned to him by the Board of Trustees or the President.

Section 8. The Assistant Treasurers, during the absence of the Treasurer, in the order designated by the Treasurer, shall have the powers and perform the duties of the Treasurer. Each Assistant Treasurer shall also have such other powers and perform such other duties as may be assigned to him by the Board of Trustees, the President or the Treasurer.

Section 9. The officers of the Corporation and the Chairmen of the Standing Committees shall constitute the Executive Committee. The President of the Corporation shall be the Chairman of the Executive Committee. It shall meet at regular intervals between Board meetings. The Executive Committee shall be directly responsible to the Board. It may rule on questions relating to policy already taken. It may not initiate new policy, but it may recommend policy to the Board. Its function is to facilitate the operation of the Corporation.

Section 10. The Standing Committees to be appointed by the President from among the members of the Corporation are the Nominating Committee, the Program Committee, the Budget and Finance Committee, the Personnel Committee and the Membership Committee.

ARTICLE IV*

Nominations and Elections

Section 1. Nominations for Trustees and officers shall be submitted to the membership by a Nominating Committee. This

Committee shall consist of 4 members of the Board of Trustees and 5 members of the Corporation who are not Trustees. The Chairman of the Nominating Committee shall be one of the 4 Trustees.

Section 2. The Nominating Committee shall hold an open meeting at least six weeks prior to the annual meeting when they shall receive suggestions, written and oral, from the membership for nominations. Due notice of the open meeting shall be given to the membership. They shall thereafter meet to consider a slate of Trustees and officers. The Committee shall use as its guide line the stated purpose of the Corporation that members of the Trustees "shall not represent but should be representative of government, social agencies, business and labor, religious and ethnic groups, and youth as well as those in the community who are to benefit from the work of the Corporation." A balance of these groups shall always be maintained within the Board of Trustees.

Section 3. The Nominating Committee shall report to the Secretary no later than one month prior to the date of the annual meeting its slate of 16 (out of the 21) Trustees for election at such annual meeting. These names shall be included in the written notice of the annual meeting sent to all members of the Corporation.

Section 4. The membership shall elect 21 Trustees at the annual meeting. In addition to the slate of 16 proposed by the Nominating Committee, 5 shall be nominated from the floor at the annual meeting. From among those nominated from the floor, those

who receive the 5 highest number of votes shall be elected.

The manner of election, whether by paper ballot or voting machine, shall be determined by the Board of Trustees.

*The above Article IV was a new article adopted as an amendment at the membership meeting of May 27, 1965, not intended to be a substitute for the Article IV theretofore in effect. The May 27, 1965 membership meeting was unable to complete consideration of all amendments set forth in the notice of meeting because of the lateness of the hour resulting from the election of Trustees. No action was taken to alter the old Article IV which is therefore carried in the within By-Laws as an additional Article IV which will be submitted for revision to read Article V and the subsequent Articles advanced one in number, with such amendments as may be proposed, at the membership meeting to be convened to complete consideration of proposed amendments to the By-Laws. As hereinafter noted, action was taken with respect to the old Article VII renumbering it Article VIII and adopting amendment thereto. This will not require renumbering Article VIII at the membership meeting to be convened for the purpose of completing action on the proposed amendments.

ARTICLE IV

Other Personnel

Section 1. The Board of Trustees shall employ an Executive Director who shall be responsible for all operations of the Corporation, subject to the direction of the Board of Trustees. The Board of Trustees may also employ such other office and professional personnel, and retain such consultants, or subcontract with existing community agencies, as may seem necessary or desirable to the Board of Trustees in order to attain the proper performance of the purposes of the Corporation.

Section 2. Educational institutions, or individuals designated by the Board of Trustees may be the agent of the Trustees responsible to the Board of Trustees for evaluating research associated with the Corporation, and for designing and carrying out research, for the administration of projects proposed by the Board of Trustees and shall have the authority necessary to execute these responsibilities.

ARTICLE V

Meetings

Section 1. The annual meeting of the members of the Corporation shall be held on the fourth Thursday in May, in each year, at such time and place in Newark as shall be designated by the Board of Trustees and stated in the notice of the meeting. If in any year the fourth Thursday in May shall fall on a legal holiday, the annual meeting of the members of the Corporation shall be held on the following Wednesday. At least 20 days' written notice of each annual meeting shall be given to each member of the Corporation.

Section 2. Other meetings of the members of the Corporation may be called at any time by the President and shall be called by the President upon the written request of a majority of the Board of Trustees or upon the written request of one-fourth in number of the members of the Corporation. Each special meeting shall be held at such time and such place as shall be

designated by the President. At least ten days' written notice of each special meeting shall be given to the members of the Corporation, which notice shall contain a statement of the purpose of the meeting.

Section 3. Seventy-five members shall constitute a quorum for the transaction of business at any annual, regular or special meeting of the members of the Corporation, unless the representation of a larger number shall be required by law, and in such case the representation of the number so required shall constitute a quorum. If no quorum shall be present at any meeting, the meeting may be adjourned from time to time until a quorum is obtained.

Section 4. Regular meetings of the Board of Trustees shall be held at such times and such places as the Board of Trustees may determine. At least ten days' written notice of each regular meeting shall be given to each member of the Board of Trustees.

Section 5. Special meetings of the Board of Trustees may be called at any time by the President and shall be called by him upon the written request of 15 members of the Board of Trustees. Each special meeting shall be held at such time and place as shall be designated by the President. At least ten days' written notice of each special meeting of the Board of Trustees shall be given to each member of the Board of Trustees, which notice shall contain a statement of the purpose of the meeting.

Section 6. A majority of the Trustees in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Trustees. If no quorum shall be present at any meeting, the meeting may be adjourned from time to time until a quorum is obtained.

Section 7. Any notice of any meeting required to be given under these By-Laws may be waived in writing by the person entitled thereto, either before or after the holding of the meeting.

ARTICLE VI

Task Forces

Section 1. The Board of Trustees shall appoint task forces and chairmen thereof from amongst the membership for the purposes of program planning, coordination, research, community relations and for such other activity as will best effectuate the purposes of the Corporation.

Section 2. The suggestions of the task forces, to be made in writing, are not binding on the Board of Trustees, but shall be given serious consideration by the Trustees in their deliberations.

Section 3. The Chairman of a task force shall preside at the meetings and appoint a secretary of the group to take the minutes.

Section 4. The secretary shall provide all members of the task force with notice of each meeting and designate the time and place of such meeting.

Section 5. The costs incurred for such meetings and other duly authorized activities of the task forces shall be, if approved by the Board of Trustees, paid by the Treasurer of the Corporation.

ARTICLE VIII*

Non-Liability of Members and Contributors

Section 1. No member of the Corporation and no contributor to the Corporation shall be liable for the acts or debts of the Corporation, its Board of Trustees, its agents or its representatives.

ARTICLE VIII

Disposition of Assets Upon Termination of Existence

Section 1. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary, involuntary, or by operation of law, the Trustees of the Corporation shall dispose of the assets of the Corporation by gifts to charitable or educational institutions located in the City of Newark, New Jersey, which qualify for exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 or similar provisions of future laws.

*See footnote on Page 9.

ARTICLE IX

Seal

Section 1. The seal of the Corporation shall contain the name thereof, the State of its incorporation, and the year of its incorporation.

ARTICLE X

Amendments

Section 1. These By-Laws may be amended, revised or repealed by two-thirds of those present at any annual, regular or special meeting of the members of the Corporation, provided written notice of the proposed action shall have been given by mail to each member at least ten days prior to the date of the meeting at which it is proposed to take such action.

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Note: Underscored material under ARTICLES V, VI, VII has not been approved by Membership.

Appendix IX

UNITED COMMUNITY CORPORATION

RECOMMENDATION TO BOARD OF TRUSTEES FROM THE PERSONNEL COMMITTEE

The Personnel Committee will select the members in concert with Mr. Tyson who will be satisfactory for top staff.* However, the choice among the Personnel Committee's approved candidates will be Mr. Tyson's.

*Department Heads, Comptroller, Assistant Director, Legal Counsel and Personnel Director.

This recommendation was approved by the committee with Dr. Edward F. Kennelly voting no in principle.